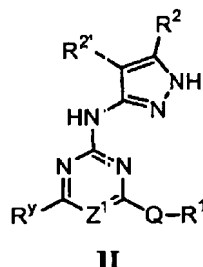


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# IN THE CLAIMS:

Please replace all prior versions and listings of claims with the currently amended claims as follows.

Claim 1. (Currently amended) A compound of formula II:



or a pharmaceutically acceptable salt thereof, wherein:

Z<sup>1</sup> is CR<sup>8</sup>;

R<sup>Y</sup> is Z-R<sup>3</sup> or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms, or R<sup>Y</sup> and R<sup>8</sup> are taken together to form a fused, optionally substituted ~~5-7 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur benzo ring;~~

Q is selected from -N(R<sup>4</sup>)-, -O-, -S-, or -CH(R<sup>5</sup>)-;

R<sup>1</sup> is T-(Ring D);

Ring D is a 6-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein each substitutable ring carbon of Ring D is independently substituted by oxo, T-R<sup>5</sup>, or V-Z-R<sup>5</sup>, and each substitutable ring nitrogen of Ring D is independently substituted by -R<sup>4</sup>;

T is a valence bond or a C<sub>1-4</sub> alkylidene chain, wherein when Q is -CH(R<sup>5</sup>)-, a methylene unit of said C<sub>1-4</sub> alkylidene chain is optionally replaced by -O-, -S-, -N(R<sup>4</sup>)-, -CO-, -CONH-, -NHCO-, -SO<sub>2</sub>-, -SO<sub>2</sub>NH-, -NHSO<sub>2</sub>-, -CO<sub>2</sub>-, -OC(O)-, -OC(O)NH-, or -NHCO<sub>2</sub>-;

Z is a C<sub>1-4</sub> alkylidene chain;

R<sup>2</sup> and R<sup>2'</sup> are independently selected from -R, -T-W-R<sup>6</sup>, or R<sup>2</sup> and R<sup>2'</sup> are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable ring carbon of said fused ring formed by R<sup>2</sup> and R<sup>2'</sup> is

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independently substituted by halo, oxo, -CN, -NO<sub>2</sub>, -R<sup>7</sup>, or -V-R<sup>6</sup>, and each substitutable ring nitrogen of said ring formed by R<sup>2</sup> and R<sup>2'</sup> is independently substituted by R<sup>4</sup>;

R<sup>3</sup> is selected from -halo, -OR, -C(=O)R, -CO<sub>2</sub>R, -COCOR, -COCH<sub>2</sub>COR, -NO<sub>2</sub>, -CN, -S(O)R, -S(O)<sub>2</sub>R, -SR, -N(R<sup>4</sup>)<sub>2</sub>, -CON(R<sup>7</sup>)<sub>2</sub>, -SO<sub>2</sub>N(R<sup>7</sup>)<sub>2</sub>, -OC(=O)R, -N(R<sup>7</sup>)COR, -N(R<sup>7</sup>)CO<sub>2</sub>(C<sub>1-6</sub> aliphatic), -N(R<sup>4</sup>)N(R<sup>4</sup>)<sub>2</sub>, -C=NN(R<sup>4</sup>)<sub>2</sub>, -C=N-OR, -N(R<sup>7</sup>)CON(R<sup>7</sup>)<sub>2</sub>, -N(R<sup>7</sup>)SO<sub>2</sub>N(R<sup>7</sup>)<sub>2</sub>, -N(R<sup>4</sup>)SO<sub>2</sub>R, -OC(=O)N(R<sup>7</sup>)<sub>2</sub>, or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R is independently selected from hydrogen or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R<sup>4</sup> is independently selected from -R<sup>7</sup>, -COR<sup>7</sup>, -CO<sub>2</sub>(optionally substituted C<sub>1-6</sub> aliphatic), -CON(R<sup>7</sup>)<sub>2</sub>, or -SO<sub>2</sub>R<sup>7</sup>;

each R<sup>5</sup> is independently selected from -R, halo, -OR, -C(=O)R, -CO<sub>2</sub>R, -COCOR, -NO<sub>2</sub>, -CN, -S(O)R, -SO<sub>2</sub>R, -SR, -N(R<sup>4</sup>)<sub>2</sub>, -CON(R<sup>4</sup>)<sub>2</sub>, -SO<sub>2</sub>N(R<sup>4</sup>)<sub>2</sub>, -OC(=O)R, -N(R<sup>4</sup>)COR, -N(R<sup>4</sup>)CO<sub>2</sub>(optionally substituted C<sub>1-6</sub> aliphatic), -N(R<sup>4</sup>)N(R<sup>4</sup>)<sub>2</sub>, -C=NN(R<sup>4</sup>)<sub>2</sub>, -C=N-OR, -N(R<sup>4</sup>)CON(R<sup>4</sup>)<sub>2</sub>, -N(R<sup>4</sup>)SO<sub>2</sub>N(R<sup>4</sup>)<sub>2</sub>, -N(R<sup>4</sup>)SO<sub>2</sub>R, or -OC(=O)N(R<sup>4</sup>)<sub>2</sub>;

V is -O-, -S-, -SO-, -SO<sub>2</sub>-, -N(R<sup>6</sup>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sup>6</sup>)-, -N(R<sup>6</sup>)-, -CO-, -CO<sub>2</sub>-, -N(R<sup>6</sup>)CO-, -N(R<sup>6</sup>)C(O)O-, -N(R<sup>6</sup>)CON(R<sup>6</sup>)-, -N(R<sup>6</sup>)SO<sub>2</sub>N(R<sup>6</sup>)-, -N(R<sup>6</sup>)N(R<sup>6</sup>)-, -C(O)N(R<sup>6</sup>)-, -OC(O)N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>O-, -C(R<sup>6</sup>)<sub>2</sub>S-, -C(R<sup>6</sup>)<sub>2</sub>SO-, -C(R<sup>6</sup>)<sub>2</sub>SO<sub>2</sub>-, -C(R<sup>6</sup>)<sub>2</sub>SO<sub>2</sub>N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)C(O)O-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)C(O)O-, -C(R<sup>6</sup>)=NN(R<sup>6</sup>)-, -C(R<sup>6</sup>)=N-O-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)SO<sub>2</sub>N(R<sup>6</sup>)-, or -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)CON(R<sup>6</sup>)-;

W is -C(R<sup>6</sup>)<sub>2</sub>O-, -C(R<sup>6</sup>)<sub>2</sub>S-, -C(R<sup>6</sup>)<sub>2</sub>SO-, -C(R<sup>6</sup>)<sub>2</sub>SO<sub>2</sub>-, -C(R<sup>6</sup>)<sub>2</sub>SO<sub>2</sub>N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)-, -CO-, -CO<sub>2</sub>-, -C(R<sup>6</sup>)OC(O)-, -C(R<sup>6</sup>)OC(O)N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)CO-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)C(O)O-, -C(R<sup>6</sup>)=NN(R<sup>6</sup>)-, -C(R<sup>6</sup>)=N-O-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)SO<sub>2</sub>N(R<sup>6</sup>)-, -C(R<sup>6</sup>)<sub>2</sub>N(R<sup>6</sup>)CON(R<sup>6</sup>)-, or -CON(R<sup>6</sup>)-;

each R<sup>6</sup> is independently selected from hydrogen or an optionally substituted C<sub>1-4</sub> aliphatic group, or two R<sup>6</sup> groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring;

each R<sup>7</sup> is independently selected from hydrogen or an optionally substituted C<sub>1-6</sub> aliphatic group, or two R<sup>7</sup> on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring; and

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R<sup>8</sup> is selected from -R, halo, -OR, -C(=O)R, -CO<sub>2</sub>R, -COCOR, -NO<sub>2</sub>, -CN, -S(O)R, -SO<sub>2</sub>R, -SR, -N(R<sup>4</sup>)<sub>2</sub>, -CON(R<sup>4</sup>)<sub>2</sub>, -SO<sub>2</sub>N(R<sup>4</sup>)<sub>2</sub>, -OC(=O)R, -N(R<sup>4</sup>)COR, -N(R<sup>4</sup>)CO<sub>2</sub>(optionally substituted C<sub>1-6</sub> aliphatic), -N(R<sup>4</sup>)N(R<sup>4</sup>)<sub>2</sub>, -C=NN(R<sup>4</sup>)<sub>2</sub>, -C=N-OR, -N(R<sup>4</sup>)CON(R<sup>4</sup>)<sub>2</sub>, -N(R<sup>4</sup>)SO<sub>2</sub>N(R<sup>4</sup>)<sub>2</sub>, -N(R<sup>4</sup>)SO<sub>2</sub>R, or -OC(=C)N(R<sup>4</sup>)<sub>2</sub>; provided that when Q is -NH- and R<sup>y</sup> and R<sup>8</sup> are taken together, R<sup>1</sup> is other than pyrazol-3-yl or a bicyclic ring system containing said pyrazol-3-yl ring.

Claims 2-7. (Canceled).

Claims 8. (Currently amended) The compound according to claim 1, wherein said compound has one or more features selected from the group consisting of:

- (a) R<sup>y</sup> is Z-R<sup>3'</sup> or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, wherein Z is a methylene and R<sup>3'</sup> is -N(R<sup>4</sup>)<sub>2</sub>, -OR, or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
- (b) R<sup>1</sup> is T-(Ring D), wherein T is a valence bond or a methylene unit;
- (c) Ring D is a 6-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (d) R<sup>2</sup> is -R or -T-W-R<sup>6</sup> and R<sup>2'</sup> is hydrogen, or R<sup>2</sup> and R<sup>2'</sup> are taken together to form an optionally substituted benzo ring.

Claim 9. (Previously presented) The compound according to claim 8, wherein:

- (a) R<sup>y</sup> is Z-R<sup>3'</sup> or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, wherein Z is a methylene and R<sup>3'</sup> is -N(R<sup>4</sup>)<sub>2</sub>, -OR, or an optionally substituted group selected from C<sub>1-6</sub> aliphatic, C<sub>6-10</sub> aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
- (b) R<sup>1</sup> is T-(Ring D), wherein T is a valence bond or a methylene unit;
- (c) Ring D is a 6-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (d) R<sup>2</sup> is -R or -T-W-R<sup>6</sup> and R<sup>2'</sup> is hydrogen, or R<sup>2</sup> and R<sup>2'</sup> are taken together to form an optionally substituted benzo ring.

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Claims 10. (Previously presented) The compound according to claim 8, wherein said compound has one or more features selected from the group consisting of:

- (a)  $R^y$  is an optionally substituted group selected from  $C_{1-6}$  aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;
- (b)  $R^1$  is T-(Ring D), wherein T is a valence bond, and Q is -S-, -NH-, or -CH<sub>2</sub>-;
- (c) Ring D is a 6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (d)  $R^2$  is -R and  $R^{2'}$  is hydrogen, wherein R is selected from hydrogen,  $C_{1-6}$  aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

Claim 11. (Previously presented) The compound according to claim 10, wherein:

- (a)  $R^y$  is an optionally substituted group selected from  $C_{1-6}$  aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;
- (b)  $R^1$  is T-(Ring D), wherein T is a valence bond, and Q is -S-, -NH-, or -CH<sub>2</sub>-;
- (c) Ring D is a 6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and
- (d)  $R^2$  is -R and  $R^{2'}$  is hydrogen, wherein R is selected from hydrogen,  $C_{1-6}$  aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

Claim 12. (Currently amended) The compound according to claim 10, wherein said compound has one or more features selected from the group consisting of:

- (a)  $R^y$  is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl, or  $R^y$  and  $R^8$  are taken together to form a ~~5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen, or sulfur~~ benzo ring;
- (b)  $R^1$  is T-(Ring D), wherein T is a valence bond and Ring D is a 6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, -NO<sub>2</sub>, -N(R<sup>4</sup>)<sub>2</sub>, optionally substituted  $C_{1-6}$  aliphatic group, -OR, -CO<sub>2</sub>R, -CONH(R<sup>4</sup>), -N(R<sup>4</sup>)COR, -N(R<sup>4</sup>)SO<sub>2</sub>R,

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$-N(R^6)COCH_2CH_2N(R^4)_2$ , or  $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$ , and Q is -S- or -NH-; and

(c)  $R^2$  is hydrogen or a substituted or unsubstituted  $C_{1-6}$  aliphatic, ~~and~~

Claim 13. (Currently amended) The compound according to claim 12, wherein:

- (a)  $R^y$  is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl, or  $R^y$  and  $R^8$  are taken together to form a ~~5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen, or sulfur~~ benzo ring;
- (b)  $R^1$  is T-(Ring D), wherein T is a valence bond and Ring D is a 6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, -NO<sub>2</sub>, -N(R<sup>4</sup>)<sub>2</sub>, optionally substituted  $C_{1-6}$  aliphatic group, -OR, -CO<sub>2</sub>R, -CONH(R<sup>4</sup>), -N(R<sup>4</sup>)COR, -N(R<sup>4</sup>)SO<sub>2</sub>R,  $-N(R^6)COCH_2CH_2N(R^4)_2$ , or  $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$ , and Q is -S- or -NH-; and
- (c)  $R^2$  is hydrogen or a substituted or unsubstituted  $C_{1-6}$  aliphatic, ~~and~~

Claim 14. (Previously presented) A compound selected from the group consisting of:

- 6-Benzyl- $N^4$ -(1H-indazol-6-yl)- $N^2$ -(5-methyl-1H-pyrazol-3-yl)-pyrimidine-2,4-diamine;  
 6-Methyl- $N^2$ -(5-methyl-1H-pyrazol-3-yl)- $N^4$ -pyridine-3-ylmethyl-pyrimidine-2,4-diamine;  
*N*-(4-{2-(5-Methyl-1H-pyrazol-3-ylamino)-6-[(pyridin-3-ylmethyl)-amino]-pyrimidin-4-ylamino}-phenyl)-methanesulfonamide;  
 $N^2$ -(5-Cyclopropyl-1H-pyrazol-3-yl)- $N^4$ -(2-methoxy-ethyl)-6-(thiophen-2-ylmethylsulfanyl)-pyrimidine-2,4-diamine;  
 [4-(Benzothiazol-6-ylsulfanyl)-6-(3-dimethylamino-propoxy)-pyrimidin-2-yl]-(5-cyclopropyl-1H-pyrazol-3-yl)-amine;  
*N*-(4-[2-(5-Cyclopropyl-1H-pyrazol-3-ylamino)-6-(1-methyl-piperidin-4-yloxy)-pyrimidin-4-ylsulfanyl]-phenyl)-acetamide;  
*N*-(4-[2-(5-Methyl-1H-pyrazol-3-ylamino)-quinazolin-4-ylsulfanyl]-phenyl)-acetamide;  
 [4-(Benzothiazol-6-ylsulfanyl)-quinazolin-2-yl]-(5-methyl-1H-pyrazol-3-yl)-amine;

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{4-[2-(5-Cyclopropyl-1*H*-pyrazol-3-ylamino)-quinazolin-4-yloxy]-phenyl}-acetonitrile;  
(5-Cyclopropyl-1*H*-pyrazol-3-yl)-[4-(3-methoxy-benzyl)-quinazolin-2-yl]-amine;  
*N*<sup>2</sup>-(1*H*-Indazol-6-yl)-*N*<sup>4</sup>-pyridin-3-ylmethyl-quinazoline-2,4-diamine; and  
(4-(Benzyloxy-quinazolin-2-yl)-(1*H*-indazol-3-yl)-amine.

Claim 15. (Original) A composition comprising a compound according to any one of claims 1-14, and a pharmaceutically acceptable carrier.

Claim 16. (Original) The composition according to claim 15, further comprising an additional therapeutic agent.

Claims 17-34. (Canceled)